

**BEFORE THE PUBLIC SERVICE COMMISSION
OF THE STATE OF MISSOURI**

In the Matter of the Joint Application of Atmos Energy)
Corporation and Liberty Energy (Midstates) Corp. for)
Authority to Sell Certain Missouri Assets to Liberty) **File No. GM-2012-0037**
Energy (Midstates) Corp. and, in Connection Therewith,)
Certain Other Related Transactions.)

NOTICE OF CORPORATE REORGANIZATION

COMES NOW Liberty Energy (Midstates) Corp. d/b/a Liberty Utilities (“Liberty Midstates”), pursuant to Missouri Public Service Commission (“Commission”) Rule 4 CSR 240-2.080, and respectfully submits this Notice of Corporate Reorganization to advise the Commission of a nonsubstantive corporate reorganization that simply eliminates an unnecessary corporate entity in Liberty Midstates’ chain of ownership, by way of a merger involving Liberty Midstates’ corporate parents, Liberty Energy Utilities Co. (“Liberty Energy”) and Liberty Utilities Co. (“LUC”).

Background

1. By its Order Approving Unanimous Stipulation And Agreement (“Order”) issued on March 14, 2012 and effective March 24, 2012, in the above-captioned proceeding, the Commission approved the Unanimous Stipulation and Agreement (“Stipulation”) entered in said proceeding and authorized Atmos Energy Corporation to sell, and Liberty Energy (Midstates) Corp. to purchase, the Missouri assets identified in the Joint Application filed therein, and the Commission further issued new certificates of convenience and necessity to Liberty Energy (Midstates) Corp. for the service areas formerly served by Atmos Energy Corporation.

2. On July 2, 2012, Liberty Midstates filed a tariff adoption notice and request for name change to (1) adopt Atmos Energy Corporation’s tariffs, and (2) authorize the use of the

fictitious name “Liberty Utilities.” A Certificate of Good Standing from the Office of Secretary of State was filed at that time, and is incorporated herein by reference. (GM-2012-0037 and GN-2013-0001) By its *Order Recognizing Name Change and Approving Tariff Sheets*, the Commission approved the adoption of the tariffs and recognized the fictitious name, effective August 1, 2012. As a result of these approvals by the Commission, Liberty Midstates is a “gas corporation” and a “public utility” as those terms are defined in Section 386.020 of the Revised Statutes of Missouri and as such is subject to the jurisdiction of the Commission as provided by law.

3. The above-referenced Joint Application, at Paragraphs 3 and 4, described the corporate structure of Liberty Midstates as follows:

Liberty Energy Midstates is a Missouri corporation and was formed for the purpose of acquiring the assets of Atmos, as described herein. A Certificate of Good Standing from the Office of the Missouri Secretary of State is attached hereto as **Appendix A**. Liberty Energy Midstates is a wholly owned subsidiary of Liberty Energy Utilities Co. (“Liberty Energy”) which is a wholly owned subsidiary of Liberty Utilities Co. (“Liberty Utilities”)¹ and an indirect subsidiary of Algonquin Power & Utilities Corp. (“Algonquin”). . . .

* * * * *

Algonquin is a publicly traded corporation that is traded on the Toronto Stock Exchange and is incorporated under the laws of Canada, with a principal place of business in Oakville, Ontario. In 2009, Algonquin became the successor to Algonquin Power Income Fund following conversion from an income trust to a conventional common stock corporation.

(Emphasis added).

The Reorganization

4. Liberty Energy and LUC propose to enter into a merger agreement, the form of which is attached as **Exhibit A** (the “*Merger Agreement*”). The Merger Agreement provides for

¹ Liberty Energy and Liberty Utilities are Delaware corporations.

the merger of Liberty Energy and LUC with LUC being the surviving entity. Liberty Midstates will not be a party to the merger that comprises the proposed transaction.

5. The proposed transaction results in a purely technical change in ownership of Liberty Midstates. As stated above, Liberty Midstates is currently owned directly by Liberty Energy and indirectly by LUC. Following the proposed merger, Liberty Energy will cease to exist and LUC will own Liberty Midstates directly. Thus there is no substantive change of control over Liberty Midstates. No new buyer or outside entity is involved in the transaction. The ultimate ownership and control of Liberty Midstates will not change; Algonquin Power and Utilities Corp. (“Algonquin”) will continue to be the ultimate parent to Liberty Midstates.

6. The proposed transaction will result in a simplification of Algonquin’s corporate structure without affecting the operations of Liberty Midstates. The proposed transaction will reduce corporate governance compliance expenses and filings. Additionally, directors will no longer have to be provided for Liberty Energy. The proposed transaction will also simplify inter-company transactions by eliminating a layer in the corporate structure. There will be no other effect on Liberty Midstates.

7. Liberty Midstates’ assets will not change ownership as a result of the proposed transaction and Liberty Midstates will not be merged with any other company. Liberty Midstates will continue to operate as a separate corporation providing natural gas service to its service areas. The proposed transaction will not produce any changes in the rates, services, facilities, capital structure or operation of Liberty Midstates. The transaction will simply remove a link in LUC’s ownership of Liberty Midstates.

8. The proposed reorganization does not involve the issuance of new equity by Liberty Midstates. As a result of the merger, all of Liberty Midstates’ outstanding stock will

become owned by LUC, and LUC will now hold Liberty Midstates' existing debt. No debt is being issued in connection with this transaction.

9. It is Liberty Midstates' understanding that Section 393.190, RSMo 2000, does not apply to the transaction described herein. Accordingly, Liberty Midstates submits this Notice of Corporate Reorganization for informational purposes only to provide notice of the transaction and to ensure the continuing accuracy of the Commission's records.

WHEREFORE, Liberty Energy (Midstates) Corp. d/b/a Liberty Utilities respectfully submits this Notice and requests that the Commission acknowledge receipt of same, and for such other and further relief as may be appropriate in the circumstances.

Respectfully submitted,

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Attorneys for Liberty Energy (Midstates) Corp.
d/b/a Liberty Utilities

CERTIFICATE OF SERVICE

I hereby certify that copies of the foregoing have been emailed, mailed or hand-delivered this 30th day of July, 2013, to counsel for all parties of record in this matter.

/s/ Larry W. Dority

Larry W. Dority

CERTIFICATE OF OWNERSHIP AND MERGER

[DATE]

Pursuant to Section 253 of the Delaware General Corporation Law, Liberty Utilities Co., a Delaware corporation (the "Corporation"), does hereby certify that:

1. The Corporation is incorporated pursuant to the Delaware General Corporation Law.
2. The Corporation owns all of the outstanding shares of the capital stock of Liberty Energy Utilities Co., a Delaware corporation ("Liberty Energy").
3. The Corporation, by the following resolutions of its board of directors, duly approved by unanimous written consent dated [DATE], determined to merge into itself Liberty Energy on the conditions set forth in such resolutions:

RESOLVED, that the merger of Liberty Energy, a Delaware corporation and a wholly owned subsidiary of the Corporation, with and into the Corporation and the assumption by the Corporation of all of Liberty Energy's liabilities and obligations be, and the same hereby are, approved, each to become effective on [DATE], at 12:00 a.m.

FURTHER RESOLVED, that the proper officers of the Corporation be, and each such officer hereby is, authorized and directed to (a) take any and all actions and (b) execute any and all documents, agreements, certificates, and instruments, in each case, which they or any of them deem necessary or desirable to carry out the purpose and intent of, and to consummate, the foregoing resolutions.

[Signature Page Follows]

EXHIBIT A

IN WITNESS WHEREOF, the Corporation has caused this certificate to be signed by an authorized officer as of the date first written above.

David Bronicheski
Title: Chief Financial Officer